

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
GT Real Estate Holdings, LLC	)	
	)	Case No. 22-10505 (KBO)
Debtor	)	
	)	<b>Re: Docket No. 112</b>

**NOTICE DEPOSITION OF CORPORATE DESIGNEE(S) OF  
DEBTOR GT REAL ESTATE HOLDINGS, LLC**

**NOTICE IS HEREBY GIVEN**, pursuant to Fed. R. Civ. P. 26 and 30(b)(6), made applicable to these proceedings by Federal R. Bankr. P. 7026 and 7030, and in connection with the *Motion of Mascaro/Barton Malow, a Joint Venture, to Transfer Venue to the Bankruptcy Court for the District of South Carolina* [Docket No. 112], that Mascaro/Barton Malow, a Joint Venture, (“**MBM**”), will take the oral and video deposition of the corporate designee(s) of Debtor GT Real Estate Holdings, LLC (“**Debtor**” or “**GTRE**”) on the date and time indicated below before a Notary Public or any other duly qualified officer who may be selected or designated to act in their place pursuant to Fed. R. Civ. P. 28.

**DEPONENT:** Corporate Representative of Debtor

**DATE:** August 4, 2022

**TIME:** 9:00 a.m. (ET)

**PLACE:** Farnan LLP, 919 North Market Street, 12th Floor, Wilmington, Delaware, 19801, or from such other mutually agreeable location. Parties may also attend the deposition remotely by video conference

Said deposition is to continue from time to time until completed.

Pursuant to Fed. R. Civ. P. 30(b)(6), Debtor shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, on the

matters set forth below. The person(s) so designated shall testify as to matters known or reasonably available to Debtor. The subject matters on which Debtor's designee(s) shall provide testimony are as follows:

1. The Debtor was created to own and develop a mixed-use, pedestrian-friendly community, sports and entertainment venue in Rock Hill, South Carolina that would also include a new headquarters and practice facility for the Carolina Panthers (a National Football League team) (the "Project").

2. The Debtor's assets include the Project and its ownership interests in two subsidiaries, Waterford Golf Club, LLC and Waterford Golf Club 1, LLC (collectively, "Waterford"), which own and operate the Waterford Golf Club located in Rock Hill, South Carolina.

3. The Debtor entered into a contract with MBM to manage the construction of the Project as the general contractor (the "Contract").

4. MBM is a single purpose joint venture with the purpose of performing the Contract.

5. The Debtor executed contracts with the City of Rock Hill, South Carolina and the County of York, South Carolina as a party, or signatory as a third-party beneficiary, which governed the Project. All of these contracts are governed by South Carolina law.

6. The Debtor's mailing address is 800 S. Mint St., Charlotte, North Carolina 28202, which is commonly known as Bank of America Stadium ("Panthers Stadium").

7. Panthers Stadium is located in Charlotte, North Carolina, approximately 30 miles from the City of Rock Hill, South Carolina, where the Project is located.

8. Other entities that also use the Panther Stadium address are DT Sports Holding, LLC (“Insider Lender/Parent”), DT Panthers, LLC, Tepper Sports & Entertainment, Tepper Sports Holding, Inc., Panthers Football Holdco, LLC, the Carolina Panthers, Waterford Golf Club, LLC, and Waterford Golf Club 1, LLC.

9. MBM, as Construction Manager/General Contractor, provided materials and labor to the Project both directly, and by engaging in excess of sixty (60) first-tier subcontractors (collectively, the “Subcontractors”).

10. The location and identity of the Subcontractors, including that they are geographically located near the Project.

11. The majority of the Subcontractors by number are located in either South or North Carolina.

12. The majority of the Subcontractors by dollar volume of labor and services in the Project’s Statement of Values are located in either South or North Carolina.

13. The Project Architect, Populous Architects, P.C. is located in Missouri.

14. The Owner’s Representative for the Contract is Construction Reinforcement LLC, which is a limited liability company organized in North Carolina and with its principal place of business in North Carolina.

15. None of the Subcontractors for the Project are located in Delaware.

16. The Carolina Panthers have asserted that they loaned the Debtor \$163.5 Million (the “Insider Claim”).

17. Other than the Insider Claim, the majority of the debt in this case arises from the claims of MBM and the Subcontractors for materials supplied to and labor performed at the Project in South Carolina.

18. MBM and many of the Subcontractors have filed Mechanic's Lien Claims, and those claims are governed by South Carolina law.

19. The Debtor has no employees.

20. Mark Hart executed the Contract on behalf of the Debtor as Vice president and C.O.O. At the time Mark Hart executed the Contract, he was also Vice President and C.O.O. of the Carolina Panthers. Mark Hart is currently Executive Vice President and C.O.O of the Carolina Panthers.

21. Mark Hart approved the Payment Applications submitted by MBM for the Project on behalf of the Debtor.

22. Mark Hart maintained his offices at Panthers Stadium.

23. The written confirmation of the directive to suspend the Project was signed by Mark Hart.

24. The Debtor transferred a parking lot/facility located adjacent to the Panthers Stadium in Charlotte, North Carolina to PS Marks, LLC, an insider of the Debtor, for \$15.5 million on or about April 12, 2022.

25. The Debtor does not continue to operate its business.

26. The location of the Debtor's records related to the Project.

27. The identity and location of any fact witnesses that the Debtor may present in connection of this dispute.

28. None of the fact witnesses in this case for the Debtor reside in Delaware.

29. All of the contract documents related to the Project executed by Debtor in any capacity were executed by individuals who are also (or only) members of management of affiliates of the Debtor.

30. The location of the Debtor's lead professionals, White & Case LLP and Alvarez & Marsal Holdings, LLC.

31. The distance from the Project to Wilmington, Delaware.

32. The distance from the Project to Greenville South Carolina.

33. The creation and organizational structure of the Debtor.

34. The Debtor's corporate governance.

35. *Debtor's Objection To Motion Of Mascaro/Barton Malow, A Joint Venture, To Transfer Venue To The Bankruptcy Court For The District Of South Carolina* [Docket No. 200].

36. *Declaration Of Jonathan Hickman, Chief Restructuring Officer Of The Debtor, In Support Of Debtor's Objection To Motion Of Mascaro/Barton Malow, A Joint Venture, To Transfer Venue To The Bankruptcy Court For The District Of South Carolina* [Docket No. 201].

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Dated: July 27, 2022  
Wilmington, Delaware

/s/ Richard W. Riley  
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*Counsel to Mascaro/Barton Malow, a Joint Venture*

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<sup>1</sup> Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.